

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

CANNON Y. HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN
GENERAL COUNSEL-LITIGATION

LOUIS P. WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER

(415) 541-1754

10272-0
RECORDATION NO. FILED 1025

OCT 24 1990 -3 05 PM

October 24, 1990

INTERSTATE COMMERCE COMMISSION

ROBERT S. BOGASON
DAVID W. LONG
CAROL A. HARRIS
LELAND E. BUTLER
GARY A. LAAKSO
STEPHEN A. ROBERTS
JAMES M. EASTMAN
KEVIN D. JONES
GENERAL ATTORNEYS

DAVID B. BURNETT
ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

0-298A023

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

10272-P
RECORDATION NO. FILED 1025

OCT 24 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

OCT 24 3 24 PM '90
NOTICE OF RECORDING UNIT

RE: Conditional Sale Agreement dated as of
April 1, 1979, between each of Southern
Pacific Transportation Company, Metropolitan
Life Insurance Company, Bethelhem Steel
Corporation and Portec, Inc.

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) counterparts each of the Ninth Supplemental Agreement and Assignment and Transfer of Certain Road Equipment, each dated as of October 1, 1990, between Southern Pacific Transportation Company and Metropolitan Life Insurance Company, amending the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of April 1, 1979, together with this Company's check in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Conditional Sale Agreement dated as of April 1, 1979, between each of Southern Pacific Transportation Company, Metropolitan Life Insurance Company, Bethelhem Steel Corporation, FMC Corporation, General Electric Company, Greenville Steel Car Company, and Portec, Inc., recorded on April 10, 1979, at 2:20 p.m. and assigned Recordation No. 10272;

Ms. Noreta R. McGee
Page Two
October 24, 1990

Amendment Agreement dated as of October 1, 1979, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, Bethlehem Steel Corporation, FMC Corporation, General Electric Company, Greenville Steel Car Company, Portec, Inc., and ACF Industries, Inc., recorded on November 21, 1979, at 2:30 p.m., and assigned Recordation No. 10272-A.

First Supplemental Agreement dated as of October 31, 1982, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Bethlehem Steel Corporation, recorded on November 10, 1982, at 3:10 p.m., and assigned Recordation No. 10272-B;

Second Supplemental Agreement dated as of October 31, 1982, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and FMC Corporation, recorded on November 10, 1982, at 3:10 p.m., and assigned Recordation No. 10272-C;

Third Supplemental Agreement dated as of October 31, 1982, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Greenville Steel Car Company recorded on November 10, 1982, at 3:10 p.m., and assigned Recordation No. 10272-D;

Fourth Supplemental Agreement dated as of October 31, 1982, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and ACF Industries, Inc., recorded on November 10, 1982, at 3:10 p.m., and assigned Recordation No. 10272-E;

Fifth Supplemental Agreement dated as of July 31, 1986, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and ACF Industries, Inc., recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-F;

Assignment and Transfer of Certain Road Equipment dated as of July 31, 1986, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-G;

Sixth Supplemental Agreement dated as of July 31, 1986, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Bethlehem Steel Corporation and Portec, Inc., recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-H;

Ms. Noreta R. McGee
Page Three
October 24, 1990

Assignment and Transfer of Certain Road Equipment dated as of July 31, 1986, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-I;

Seventh Supplemental Agreement dated as of July 31, 1986, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and FMC Corporation, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-J;

Assignment and Transfer of Certain Road Equipment dated as of July 31, 1986, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-K;

Eighth Supplemental Agreement dated as of July 31, 1986, between Southern Pacific Transportation Company, Metropolitan Life Insurance Company, and Greenville Steel Car Company, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-L;

Assignment and Transfer of Certain Road Equipment dated as of July 31, 1986, recorded on September 4, 1986, at 3:45 p.m., and assigned Recordation No. 10272-M; and

Letter of Correction dated October 13, 1986 to Assignment and Transfer dated as of July 31, 1986, recorded on October 15, 1986, at 11:10 a.m., assigned Recordation No. 10272-N.

In connection with the recording of the enclosed Ninth Supplemental Agreement and Assignment and Transfer, each dated as of October 1, 1990, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Ninth Supplemental Agreement dated as of October 1, 1990, between Southern Pacific Transportation Company, Vendee, and Metropolitan Life Insurance Company, Assignee.

General Description of Equipment Covered by
Ninth Supplemental Agreement

Number
of Units

Description

10

70-ton box cars; Pullman Standard Car Manufacturing Company, builder; lettered SP and numbered 247920 through 247929.

Ms. Noreta R. McGee
Page Four
October 24, 1990

General Description of Equipment Covered by
Assignment and Transfer of Certain Road Equipment

<u>Number of Units</u>	<u>Description</u>
5	70-ton flat cars with superstructures; Bethlehem Steel Corporation and Portec, Inc., builder; lettered SP and numbered 516604, 517414, 518033, 518122, and 518187.

When the recording of the Ninth Supplemental Agreement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return the remainder of the same to the undersigned.

Very truly yours,



Louis P. Warchot

Enclosures

cc: Mr. E. F. Grady
(Attn.: Mr. C. D. Tyler)

Interstate Commerce Commission
Washington, D.C. 20423

10/26/90

OFFICE OF THE SECRETARY

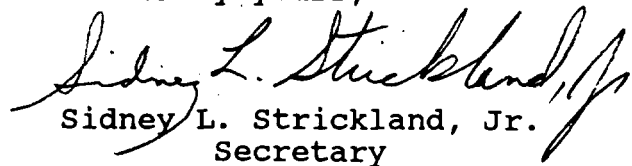
Louis P. Warchot
Assistant General Counsel
Southern Pacific Transportation
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Dear
Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 11303 of the Interstate Commerce Act, 49
U.S.C. 11303, on 10/24/90 at 3:35pm , and assigned
recording number(s).

10272-O, 10272-P, 10272-Q, 10272-R & 10272-S 10272-T

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

NINTH
SUPPLEMENTAL AGREEMENT

RECORDATION NO. 10272-0
FILED 1025

OCT 24 1990 - 3 55 PM

INTERSTATE COMMERCE COMMISSION

THIS NINTH SUPPLEMENTAL AGREEMENT, dated as of October 1, 1990, by and between Southern Pacific Transportation Company, a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Company"), and Metropolitan Life Insurance Company, a corporation organized and existing under and by virtue of the laws of the State of New York (said Company hereinafter called the "Assignee"), with a principal office and place of business at One Madison Avenue, New York, New York, as Agent acting under an Agreement dated as of the first day of April, 1979.

WITNESSETH

WHEREAS, Bethlehem Steel Corporation and Portec, Inc., each corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter collectively called "Builder"), and Company have entered into a Conditional Sale Agreement dated as of April 1, 1979 (hereinafter called "Conditional Sale Agreement"), pursuant to which Builder agreed to build, sell and deliver to Company, and the Company agreed to purchase certain railroad equipment (hereinafter called the "Equipment"), consisting of flat cars with superstructures, all as described therein; and

WHEREAS, the Builder thereafter assigned its rights under the Conditional Sale Agreement and its right, title and interest to the Equipment to the Assignee pursuant to an Agreement and Assignment dated as of April 1, 1979 (hereinafter called "Assignment") between the Builder and the Assignee; and

WHEREAS, the Conditional Sale Agreement and the Assignment were recorded with the Interstate Commerce Commission in accordance with Title 49, United States Code, Section 11303 on April 10, 1979, and assigned Recordation No. 10272; and

WHEREAS, certain flat cars with superstructures (hereinafter called "Destroyed Equipment") comprising said Equipment have been destroyed, and in accordance with the provisions of said Conditional Sale Agreement, the Company has assigned and transferred to Assignee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), hereinafter specifically described, free from all liens and encumbrances, at least equal to the depreciated value, determined as provided in the Conditional Sale Agreement, of the Destroyed Equipment at the time of its destruction; and

WHEREAS, the Conditional Sale Agreement provides that upon transfer of title to said Replacement Equipment to Assignee, the same shall immediately become subject to all of the terms and conditions of the Conditional Sale Agreement, as though part of the original Equipment delivered thereunder.

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Conditional Sale Agreement is hereby amended to include the following described Replacement Equipment:

<u>Number of Units</u>	<u>Description</u>
10	70-ton box cars; Pullman Standard Car Manufacturing Company, builder; lettered SP and numbered 247920 through 247929.

The above-described Replacement Equipment is hereby made subject to all of the terms and conditions of the Conditional Sale Agreement, as though part of the original Equipment delivered thereunder.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth in the Conditional Sale Agreement.

3. The Company will promptly cause this Ninth Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 11303.

4. Except as amended and supplemented hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

5. This Ninth Supplemental Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Ninth Supplemental Agreement is dated for convenience as of October 1, 1990, the actual date or dates of

execution hereof by the parties hereto is or are, respectively,
the date or dates stated in the acknowledgments annexed hereto.

IN WITNESS WHEREOF, the parties hereto have caused this
Ninth Supplemental Agreement to be duly executed as of the date
first above written.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

BY

E. J. Leedy
Treasurer

Attest:

J. F. O'Connell
Secretary

METROPOLITAN LIFE INSURANCE COMPANY,
as Assignee

BY

Pete A. Hall

Attest:

Mark A. O'Connell
Assistant Secretary

STATE OF CALIFORNIA

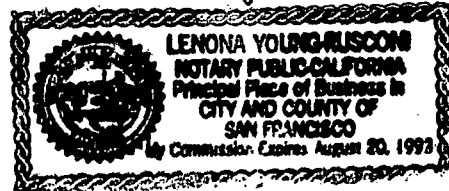
CITY AND COUNTY OF SAN FRANCISCO

)
)
)
ss.

On this 1st day of October, 1990, before me personally appeared E. F. GRADY, to me personally known, who being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenora Young Rusconi

Notary Public



STATE OF NEW YORK

CITY AND COUNTY OF NEW YORK

)
)
)

ss.

On this 22nd day of October, 1990, before me personally appeared PETER S. HADLEY, to me personally known, who being by me duly sworn, says that he is Senior Vice President of METROPOLITAN LIFE INSURANCE COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

AUDREY FISHBEIN
Notary Public, State of New York
No. 24-4956221
Qualified in Kings County
Certificate Filed in New York County
Commission Expires September 11, 1991